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**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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| -----X | : | |
| | : | Chapter 11 |
| In re: LEHMAN BROTHERS | : | Case No. 08-13555-JMP |
| HOLDINGS, INC., et al., | : | (Jointly Administered) |
| | : | |
| Debtors. | : | |
| -----X | : | |

**JOINDER OF ILLINOIS DEPARTMENT OF REVENUE IN THE OBJECTION
TO CONFIRMATION (Docket. 21573) AND IN THE MEMORANDUM OF LAW
IN SUPPORT OF THE OBJECTION TO CONFIRMATION (Docket. 22793)
FILED BY THE TEXAS COMPTROLLER OF PUBLIC ACCOUNTS**

The Illinois Department of Revenue (“Illinois”), by its attorney, Lisa Madigan, Illinois Attorney General, hereby joins the objection filed by the Texas Comptroller of Public Accounts (“Texas”) to confirmation of the Debtors’ third amended joint plan (Docket. 21573) and the memorandum of law filed in support of the objection (Docket. 22793). In joining the objection and memorandum, Illinois states:

1. There is a continuing problem with debtors attempting to use the confirmation process to rewrite Bankruptcy Code provisions to divest States – and in particular State taxing agencies – of rights they possess under the Bankruptcy Code. As Texas points out, these attempts often include attempts to limit or even totally eliminate offset/recoupment rights and to expand the scope of the tax exemption under §1146(a) both to include taxes that clearly fall outside the ambit of the statute as well as to include pre-confirmation sales thereby evading the holding in *Florida Dep’t of Revenue v.*

Piccadilly Cafeterias, Inc., 554 U.S. 33 (2008). Once a State objects, it is then common for the debtor to attempt to carve out the objecting State but provide for the objectionable provisions to bind all other States and other creditors. This practice needs to end.

2. Illinois joins the objection and memorandum filed by Texas in order to highlight the recurring problems caused by this practice.

3. In the circumstances, Illinois believes that the objections filed by Texas are well founded and therefore files this joinder.

Wherefore, Illinois requests that the order not be entered unless and until the matters raised in Texas' objection are remedied.

ILLINOIS DEPARTMENT OF
REVENUE

BY: Lisa Madigan
Illinois Attorney General

BY: /s/ James D. Newbold
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CERTIFICATE OF SERVICE

I certify that on November 30, 2011, a true copy of the foregoing was served by the Court's ECF Noticing System on all parties registered to receive electronic notice and by the undersigned to the following party by faxing a copy from Chicago, Illinois:

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